

**Objection Deadline: December 10, 2007**

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Attorneys for May and Scofield, LLC

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK (Manhattan)**

In re:	:	Case No. 05-44481 (RDD)
	:	
DELPHI CORPORATION, <i>et al.</i> ,	:	Chapter 11
	:	
Debtors.	:	(Jointly Administered)
	:	

**OBJECTION OF MAY AND SCOFIELD, LLC TO NOTICE OF CURE AMOUNT  
WITH RESPECT TO EXECUTORY CONTRACT OR UNEXPIRED LEASE TO BE  
ASSUMED AND ASSIGNED IN CONNECTION WITH THE SALE OF INTERIORS  
AND CLOSURES BUSINESSES**

May and Scofield, LLC ("M&S") states as follows for its Objection to Notice of Cure Amount with Respect to Executory Contract or Unexpired Lease to be Assumed and Assigned in Connection with the Sale of Interiors and Closures Businesses:

1. As of October 8, and October 14, 2005 the Debtors filed voluntary petitions with this Bankruptcy Court for relief under Chapter 11 of Title 11 of the United States Code.

2. M&S is a creditor and counter-party to a contract with one or more of the above-captioned debtors and debtors in possession (the “Debtors”).

3. On about November 29, 2007, the Debtors sent to M&S a Notice of Cure Amount with Respect to Executory Contract or Unexpired Lease to be Assumed and Assigned in Connection with the Sale of Interiors and Closures Business (the “Notice”) which listed a single purchase order with M&S (purchase order number 550057159) (the “Purchase Order”) that Delphi apparently is attempting to assume and assign, and set forth a cure amount of \$0.00 with respect to such Purchase Order.

4. In fact, as of the date hereof, the cure amount is \$123,860.10. Accordingly, M&S, through its undersigned counsel, therefore submits this objection to the cure amount set forth by the Debtors in the Notice.

5. Prior to the Debtors’ voluntary bankruptcy filings, The Debtors had entered into the Purchase Order with M&S. On July 17, 2006, M&S filed proof of claims numbered 10484 and 10485 as an unsecured claim in the amount of \$123,860.10 against Delphi Automotive Systems LLC (“DAS”) for amounts due to M&S pursuant to the Purchase Order. These proofs of claim were subsequently amended by proof of claim number 16327 filed on September 20, 2006 (the “Proof of Claim”).

6. On March 16, 2007, the Debtors filed their Eleventh Omnibus Objection to Claims [D.E. #7301] (the “Claims Objection”), which requested that the Proof of Claim be allowed against DAS as an unsecured claim in the amount of \$119,974.40.

7. On April 23, 2007, this Court entered an order approving the relief sought in the Claims Objection (the “Court Order”) and providing that M&S has an unsecured claim of \$119,974.40 in Case No. 05-44640.

8. In the Notice, the Debtors contend that there is nothing due to M&S as a Cure Amount.<sup>1</sup> However, according to the Court Order, M&S has an unsecured claim of \$119,974.40 against the Debtors' estates. The Proof of Claim that was allowed pursuant to the Court Order is for amounts due to M&S under to the Purchase Order that the Debtors wish to assume and assign.<sup>2</sup>

6. Section 365(b) of the Bankruptcy Code requires that where a default in an executory contract has occurred, the executory contract cannot be assumed unless, at the time of assumption of such contract, the default is cured and adequate assurance of future performance is provided. 11 U.S.C. § 365(b)(1). Consequently, before the Purchase Order can be assumed and assigned, the Debtors are obligated to cure all prepetition defaults associated with the Purchase Order. As of the commencement of this case, the Debtors owed M&S \$119,974.40 for amounts due under the Purchase Order.

8. Accordingly, the \$119,974.40 claim asserted by M&S in the Proof of Claim and allowed in the Court Order must be cured before the Purchase Order can be assumed and assigned, and M&S objects to the assumption and to the assignment of the Purchase Order without payment of the cure costs in the amount of \$119,974.40 and adequate assurance of future performance by the buyer or proposed assignee.

WHEREFORE, for the foregoing reasons, M&S objects to the Debtors' Notice and asks that this Honorable Court (1) reject the Notice as it applies to M&S, (2) deny any attempt by the Debtors to assume or assign the Purchase Order, (3) determine that the appropriate cure amount due to M&S under the Purchase Order is \$119,974.40, and (4) grant any further relief that this Court deems just and proper.

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<sup>1</sup> As defined in the Notice.

<sup>2</sup> M&S previously sold this claim to Longacre Master Fund, Ltd..

Dated: December 10, 2007  
Detroit, Michigan

Respectfully submitted,

MILLER, CANFIELD, PADDOCK AND STONE,  
P.L.C.

/s/Donald J. Hutchinson

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- and -

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Debtors.	:	(Jointly Administered)
	:	

**CERTIFICATE OF SERVICE**

Donald J. Hutchinson hereby certifies that a copy of the Objection of May And Scofield, LLC to Notice of Cure Amount with Respect to Executory Contract or Unexpired Lease to be Assumed and Assigned in Connection with the Sale of Interiors and Closures Businesses was served upon each of the persons listed on the attached **Service List** by hand-delivery, on

December 10, 2007, before 4:00 p.m. EST.

/s/Donald J. Hutchinson

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**SERVICE LIST**

The Honorable Robert D. Drain  
United States Bankruptcy Judge  
In Chambers  
United States Bankruptcy Court  
One Bowling Green, Room 610  
New York, NY 10004

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New York, NY 10004